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**The Morgan Crucible Company plc**

18th December 2006

OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

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Windsor, Berkshire SL4 1LP  
Telephone: 01753 837000  
Telefax: 01753 850872  
[www.morgancrucible.com](http://www.morgancrucible.com)

Office of International Corporate Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549



07020144

Re: The Morgan Crucible Company plc – File No. 82-3387**SUPPL**

Ladies and Gentlemen:

The enclosed material is furnished pursuant to Rule 12g3-2(b) on behalf of The Morgan Crucible Company plc (the 'Company'), File No.82-3387.

Such material shall not be deemed to be 'filed' with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the 'Act').

The furnishing of any such material shall not constitute an admission for any purpose that the Company is subject to the Act.

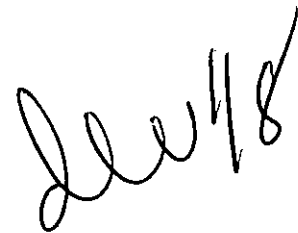
Sincerely,

  
David Coker  
Company Secretary

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OFFICE OF INTERNATIONAL  
CORPORATE FINANCE

Enclosure



## Regulatory Announcement

Go to market news section

**Company** Morgan Crucible Co PLC  
**TIDM** MGCR  
**Headline** Director/PDMR Shareholding  
**Released** 16:27 18-Dec-06  
**Number** 15780

ISSUER

The Morgan Crucible Company plc

RECEIVED FILE NO.

82-3387

10/15/06 3 A 52

OFFICE OF THE  
CORPORATE FINANCE

### NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.1.4R(1)*.

- (1) An *issuer* making a notification in respect of a transaction relating to the *shares* or debentures of the *issuer* should complete boxes 1 to 16, 23 and 24.
- (2) An *issuer* making a notification in respect of a derivative relating to the *shares* of the *issuer* should complete boxes 1 to 4, 6, 8, 13, 14, 16, 23 and 24.
- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the *issuer*

The Morgan Crucible Company plc

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

*DR 3.1.4R(1)(a)*

3. Name of *person discharging managerial responsibilities/director*

Mr Ralph Gomarsall

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

N/A

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

Person referred to in 3 above

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

Ordinary Shares of 25p

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

Mr Ralph Gomarsall

8 State the nature of the transaction

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

3,890 *shares*

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

0.001%

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

N/A

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A

13. Price per *share* or value of transaction

94.80p

14. Date and place of transaction

12<sup>th</sup> December 2006

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

4,590 *shares* 0.001%

16. Date issuer informed of transaction

15<sup>th</sup> December 2006

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

N/A

18. Period during which or date on which it can be exercised

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

N/A

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A  
22. Total number of *shares* or debentures over which options held following notification

N/A

23. Any additional information

None .....

24. Name of contact and telephone number for queries

Mr Paul Andrew Boulton telephone 01753 837000

Name and signature of duly authorised officer of *issuer* responsible for making notification

Mr Paul Andrew Boulton

Date of notification

18<sup>th</sup> December 2006

.....  
.....  
**E NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING  
MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

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- (3) An *issuer* making a notification in respect of options granted to a *director/person discharging managerial responsibilities* should complete boxes 1 to 3 and 17 to 24.
- (4) An *issuer* making a notification in respect of a *financial instrument* relating to the *shares* of the *issuer* (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the *issuer*

The Morgan Crucible Company plc

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

Both (i) and (ii)

3. Name of *person discharging managerial responsibilities/director*

Mr Kevin Dangerfield

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person* :

N/A  
5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

3 above

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

*Ordinary Shares of 25p*

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

*Mr Kevin Dangerfield*

8 State the nature of the transaction

*Transfer of shares – The Morgan Sharesave Scheme 1995 2003 Invitation*

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

*3,890 shares*

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

*0.001%*

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

N/A

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A

13. Price per *share* or value of transaction

*94.80p*

14. Date and place of transaction

*12<sup>th</sup> December 2006*

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

*13,534 shares 0.004%*

16. Date issuer informed of transaction

*15<sup>th</sup> December 2006*

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

N/A

18. Period during which or date on which it can be exercised

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

N/A

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A

22. Total number of *shares* or debentures over which options held following notification

N/A

23. Any additional information

None .....

24. Name of contact and telephone number for queries

Mr Paul Andrew Boulton telephone 01753 837000

**Name and signature of duly authorised officer of issuer responsible for making notification**

Mr Paul Andrew Boulton

**Date of notification**

18<sup>th</sup> December 2006

.....

.....

**E NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

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- (4) An issuer making a notification in respect of a *financial instrument* relating to the *shares* of the issuer (other than a debenture) should complete boxes 1 to 4, 6, 8, 9, 11, 13, 14, 16, 23 and 24.

Please complete all relevant boxes in block capital letters.

1. Name of the *issuer*

The Morgan Crucible Company plc

2. State whether the notification relates to (i) a transaction notified in accordance with DR 3.1.4R(1)(a); or

(ii) DR 3.1.4(R)(1)(b) a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

DR 3.1.4R(1)(a)

3. Name of *person discharging managerial responsibilities/director*

Miss Victoria Gould

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

N/A

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

3 above

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

Ordinary Shares of 25p

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

Miss Victoria Gould

8 State the nature of the transaction

Transfer of shares – The Morgan Sharesave Scheme 1995 2003 Invitation

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

4,863 shares

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

0.001%

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

N/A

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A  
13. Price per *share* or value of transaction

94.80p

14. Date and place of transaction

12<sup>th</sup> December 2006

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

21,886 shares 0.007%

16. Date issuer informed of transaction

15<sup>th</sup> December 2006

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

N/A

18. Period during which or date on which it can be exercised

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

N/A

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A

22. Total number of *shares* or debentures over which options held following notification

N/A

23. Any additional information

None.....

24. Name of contact and telephone number for queries

Mr Paul Andrew Boulton telephone 01753 837000

**Name and signature of duly authorised officer of issuer responsible for making notification**

Mr Paul Andrew Boulton

**Date of notification**

18<sup>th</sup> December 2006



END  
ND

## **E NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

This form is intended for use by an *issuer* to make a *RIS* notification required by *DR 3.1.4R(1)*.

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Please complete all relevant boxes in block capital letters.

1. Name of the *issuer*

The Morgan Crucible Company plc

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

(ii) above

3. Name of *person discharging managerial responsibilities/director*

Mr Timothy Stevenson

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

N/A

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

3 above

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

Ordinary Shares of 25p

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

Pershing Keen Nominees

8 State the nature of the transaction

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

29,000 shares

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

0.009%

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

N/A

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A

13. Price per *share* or value of transaction

257p

14. Date and place of transaction

18<sup>th</sup> December 2006

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

29,000 shares 0.009%

16. Date issuer informed of transaction

18<sup>th</sup> December 2006

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

N/A

18. Period during which or date on which it can be exercised

N/A

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

N/A

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

N/A

22. Total number of *shares* or debentures over which options held following notification

N/A

23. Any additional information

None

24. Name of contact and telephone number for queries

Mr Paul Andrew Boulton telephone 01753 837000

Name and signature of duly authorised officer of *issuer* responsible for making notification

Mr Paul Andrew Boulton

Date of notification

18<sup>th</sup> December 2006

END  
ND

END

Close

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## Regulatory Announcement

Go to market news section

**Company** Morgan Crucible Co PLC  
**TIDM** MGCR  
**Headline** Total Voting Rights  
**Released** 15:07 20-Dec-06  
**Number** 36110

**ISSUER**  
The Morgan Crucible Company plc

**FILE NO.**  
82-3387

### THE MORGAN CRUCIBLE COMPANY PLC – VOTING RIGHTS AND CAPITAL

In conformity with the Transparency Directive's transitional provision 6 we would like to notify the market of the following:

The Morgan Crucible Company plc's capital consists of 293,425,142 25p Ordinary shares with voting rights, and 437,281 Cumulative Preference shares (125,327 5.5% Cumulative First Preference Shares of £1.00 each and 311,954 5% Cumulative Second Preference Shares of £1.00 each), with no voting rights, save in specified limited circumstances.

Therefore, the total number of shares with voting rights in The Morgan Crucible Company plc is 293,425,142.

The above figure 293,425,142 may be used by shareholders as the denominator for the calculations by which they will determine if they are required to notify their interest in, or a change to their interest in, The Morgan Crucible Company plc under the FSA's Disclosure and Transparency Rules.

END

Close

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## Regulatory Announcement

Go to market news section

**Company** Morgan Crucible Co PLC  
**TIDM** MGCR  
**Headline** Director/PDMR Shareholding  
**Released** 15:04 20-Dec-06  
**Number** 36020

**ISSUER**  
The Morgan Crucible Company plc

**FILE NO.**  
82-3387

### THE MORGAN CRUCIBLE COMPANY PLC – AWARDS UNDER THE LONG TERM INCENTIVE PLAN (“LTIP”)

In accordance with the terms of the LTIP, the Company made provisional awards of shares on 20<sup>th</sup> December 2006 to the Directors set out below. There is a range in the number of shares that could vest with such persons dependent on two performance criteria. Firstly on the Company's total shareholder return (“TSR”) compared with the TSR of companies in the FTSE 350 Index over a three year performance period. Secondly subject to there having been an improvement in the underlying financial performance of the Company.

Director	Maximum Number of Ordinary Shares	Vesting Date
Mr Mark Robertshaw	50,000	20/12/09
Mr Kevin Dangerfield	Maximum Number of Ordinary Shares	Vesting Date
	107,500	20/12/09

Total Share Interests held under the LTIP for each of the above persons following this notification are as follows;

Mr Mark Robertshaw	807,911
Mr Kevin Dangerfield	308,244

END

Close

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# Regulatory Announcement

Go to market news section

Company Morgan Crucible Co PLC  
TIDM MGCR  
Headline Director/PDMR Shareholding  
Released 15:00 20-Dec-06  
Number 35940

ISSUER

The Morgan Crucible Company plc

FILE NO.

82-3387

## NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS

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Please complete all relevant boxes in block capital letters.

1. Name of the *issuer*

**THE MORGAN CRUCIBLE COMPANY PLC**

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or

(ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or

(iii) both (i) and (ii)

**BOTH (i) AND (ii) ABOVE**

3. Name of *person discharging managerial responsibilities/director*

**MR MARK ROBERTSHAW**

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

**N/A**

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

**N/A**

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

**N/A**

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

**N/A**

8 State the nature of the transaction

N/A  
9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

N/A

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A

11. Number of *shares*, debentures or financial instruments relating to *shares* disposed

N/A

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A

13. Price per *share* or value of transaction

N/A

14. Date and place of transaction

N/A

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

N/A

16. Date issuer informed of transaction

N/A

If a *person discharging managerial responsibilities* has been granted options by the *issuer* complete the following boxes

17 Date of grant

20/12/06

18. Period during which or date on which it can be exercised

20/12/09 – 20/12/16

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

1,000,000 ORDINARY SHARES OF 25P EACH

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

256p

22. Total number of *shares* or debentures over which options held following notification

1,200,000

23. Any additional information

**EXERCISE SUBJECT TO SATISFACTION OF PERFORMANCE CRITERIA**

24. Name of contact and telephone number for queries

**MR. PAUL ANDREW BOULTON TELEPHONE 01753 837000**

Name and signature of duly authorised officer of *issuer* responsible for making notification

*Mr Paul Andrew Boulton*

**Date of Notification**

**20th December 2006**

END



**NOTIFICATION OF TRANSACTIONS OF DIRECTORS, PERSONS DISCHARGING  
MANAGERIAL RESPONSIBILITY OR CONNECTED PERSONS**

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Please complete all relevant boxes in block capital letters.

1. Name of the *issuer*

**THE MORGAN CRUCIBLE COMPANY PLC**

2. State whether the notification relates to (i) a transaction notified in accordance with *DR 3.1.4R(1)(a)*; or
- (ii) *DR 3.1.4(R)(1)(b)* a disclosure made in accordance with section 324 (as extended by section 328) of the Companies Act 1985; or
- (iii) both (i) and (ii)

**BOTH (i) AND (ii) ABOVE**

3. Name of *person discharging managerial responsibilities/director*

**MR KEVIN DANGERFIELD**

4. State whether notification relates to a *person* connected with a *person discharging managerial responsibilities/director* named in 3 and identify the *connected person*

**N/A**

5. Indicate whether the notification is in respect of a holding of the *person* referred to in 3 or 4 above or in respect of a non-beneficial interest

**N/A**

6. Description of *shares* (including *class*), debentures or derivatives or financial instruments relating to *shares*

**N/A**

7. Name of registered shareholders(s) and, if more than one, the number of *shares* held by each of them

**N/A**

8 State the nature of the transaction

**N/A**

9. Number of *shares*, debentures or financial instruments relating to *shares* acquired

**N/A**

10. Percentage of issued *class* acquired (*treasury shares* of that *class* should not be taken into account when calculating percentage)

**N/A**

N/A

12. Percentage of issued *class* disposed (*treasury shares* of that *class* should not be taken into account when calculating percentage)

N/A

13. Price per *share* or value of transaction

N/A

14. Date and place of transaction

N/A

15. Total holding following notification and total percentage holding following notification (any *treasury shares* should not be taken into account when calculating percentage)

N/A

16. Date issuer informed of transaction

N/A

**If a person discharging managerial responsibilities has been granted options by the issuer complete the following boxes**

17 Date of grant

20/12/06

18. Period during which or date on which it can be exercised

20/12/09 – 20/12/16

19. Total amount paid (if any) for grant of the option

N/A

20. Description of *shares* or debentures involved (*class* and number)

**150,000 ORDINARY SHARES OF 25P EACH**

21. Exercise price (if fixed at time of grant) or indication that price is to be fixed at the time of exercise

**256p**

22. Total number of *shares* or debentures over which options held following notification

**221,040**

23. Any additional information

**EXERCISE SUBJECT TO SATISFACTION OF PERFORMANCE CRITERIA**

24. Name of contact and telephone number for queries

**MR PAUL ANDREW BOULTON TELEPHONE 01753 837000**

Name and signature of duly authorised officer of *issuer* responsible for making notification

Date of notification

20th December 2006

END

END

Close

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14<sup>th</sup> December 2006

# The Morgan Crucible Company plc

Quadrant, 55-57 High Street,  
Windsor, Berkshire SL4 1LP  
Telephone: 01753 837000  
Telefax: 01753 850872  
[www.morgancrucible.com](http://www.morgancrucible.com)

Office of International Corporate Finance  
Division of Corporation Finance  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

**SUPPL**

Re: The Morgan Crucible Company plc – File No. 82-3387

Ladies and Gentlemen:

The enclosed material is furnished pursuant to Rule 12g3-2(b) on behalf of The Morgan Crucible Company plc (the 'Company'), File No.82-3387.

Such material shall not be deemed to be 'filed' with the Securities and Exchange Commission or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the 'Act').

The furnishing of any such material shall not constitute an admission for any purpose that the Company is subject to the Act.

Sincerely,

  
**David Coker**  
Company Secretary

Enclosure

## Regulatory Announcement

Go to market news section

**Company** Morgan Crucible Co PLC  
**TIDM** MGCR  
**Headline** Director/PDMR Shareholding  
**Released** 15:45 14-Dec-06  
**Number** 9324N

**ISSUER**

The Morgan Crucible Company plc

**FILE NO.**

82-3387

The Morgan Crucible Company plc.

The Company was informed on 13<sup>th</sup> December 2006 that the Trustees of the Morgan General Employee Benefit Trust ("the Trust") had acquired 1,613,586 Ordinary shares in the capital of the Company at an average price of £2.533956 per share to satisfy future obligations arising from provisional share awards made under The Morgan Crucible Long Term Incentive Plan 2004 and share options granted under The Morgan Crucible Executive Share Option Scheme 2004.

Following this purchase the Trust have advised that it holds a total of 10,763,382 Ordinary shares representing 3.67% of the share capital of the Company. The class of discretionary beneficiaries from whom the Trust holds such shares consists of employees of the Company including executive directors, Mark Robertshaw, Kevin Dangerfield and Mark Lejman. Under the provisions of Schedule 13 of the Companies Act 1985 these directors are deemed to be beneficially interested in all of such shares held by the Trust.

END

Close

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